

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

LIMETREE BAY SERVICES, LLC, *et al.*¹

Debtors.

CHAPTER 11

CASE NO.: 21-32351

Jointly Administered

**DEBTORS' EMERGENCY MOTION TO AMEND THIRD INTERIM ORDER (I)
AUTHORIZING THE DEBTORS TO (A) OBTAIN POSTPETITION SENIOR
SECURED SUPERPRIORITY FINANCING AND (B) USE CASH COLLATERAL, (II)
GRANTING ADEQUATE PROTECTION TO PREPETITION SECURED PARTIES,
(III) MODIFYING THE AUTOMATIC STAY, (IV) SCHEDULING A FINAL HEARING,
AND (V) GRANTING RELATED RELIEF**

Emergency relief has been requested. Relief is requested not later than 5:00 p.m. on August 16, 2021.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

Limetree Bay Services, LLC (“**Limetree**”) and its debtor affiliates (collectively, the “**Debtors**”), as debtors and debtors in possession in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), respectfully represent as follows in support of this motion (the “**Motion**”).

Relief Requested

1. Pursuant to Rule 60 of the Federal Rules of Civil Procedure (the “FRCP”), made applicable in these proceedings by Rule 9024 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Debtors request entry of an order, substantially in the form attached

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Limetree Bay Services, LLC (1866); Limetree Bay Refining Holdings, LLC (1776); Limetree Bay Refining Holdings II, LLC (1815); Limetree Bay Refining, LLC (8671); Limetree Bay Refining Operating, LLC (9067); Limetree Bay Refining Marketing, LLC (9222). The Debtors’ mailing address is Limetree Bay Services, LLC, 11100 Brittmoore Park Drive, Houston, TX 77041.

hereto as **Exhibit A** (the “**Proposed Amended Order**”), amending certain terms in the entered Third Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief, entered by this Court on August 11, 2021, as Docket No. 393 (the “**Entered Third Interim DIP Order**”), as follows:

a. Changing the hearing date for a final hearing on the Debtors’ request for postpetition financing from August 31, 2021, to August 27, 2021, at 10:00 a.m., and amending the related objection and filing dates such that the Debtors’ documents requesting relief will be filed by August 24, 2021, no later than 3:00 p.m., and any objection shall be filed by August 26, 2021, no later than noon.

b. Correcting a mistaken date for a termination event that will arise if the Debtors fail to obtain entry of a final DIP financing order. The termination date of September 17, 2021 (the “**Final DIP Termination Date**”), that appears in the Entered Third Interim DIP Order was originally contemplated based on a proposed final hearing date earlier that same week. The Debtors’ extensive negotiations with counsel for the DIP Lenders, the Prepetition Secured Parties, and the Committee (as those terms are used in the Entered Third Interim DIP Order) led to a proposed final hearing date of August 31, 2021 (now to be amended to August 27, 2021, per the prior paragraph), but the parties mistakenly failed to notice that the Final DIP Termination Date was not amended to coincide with the changed hearing date.

c. Attaching a final version of the First Amendment to Senior Secured Superpriority Debtor-In-Possession Credit Agreement, as the version that is attached to the Entered Third Interim DIP Order was not finalized. There are no material changes in the final version attached to the proposed amended order.

2. The Debtors have provided counsel for the Committee, DIP Lenders, and Prepetition Secured Parties with notice of these proposed amendments, and have not received any objections. A redline of the Entered Third Interim DIP Order with these proposed revisions shown in the text of the order is attached hereto as **Exhibit B**.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

Background

4. On July 12, 2021 (the “**Petition Date**”), each of the Debtors commenced with this Court a voluntary petition for relief under the Bankruptcy Code. The Debtors continue to operate their businesses as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases. The Official Committee of Unsecured Creditors was appointed on July 26, 2021 (Doc. No. 189).

5. Following a hearing held on August 11, 2021, this Court entered the Entered Third Interim DIP Order in the form filed by the Debtors prior to the hearing, with changes made by the Court to Paragraph H, and the insertion of dates related to the final hearing on the Debtors’ request for postpetition financing.

6. On August 12, 2021, the Debtors determined that they would require relief in the form of a final hearing on postpetition financing earlier than the date that appears in the Entered Third Interim DIP Order, and discovered that the Final DIP Termination Date was incorrect. Also on August 12, 2021, the Debtors and DIP Lenders finalized the terms of the First Amendment to Senior Secured Superpriority Debtor-In-Possession Credit Agreement without any material amendments to the version attached as Exhibit A to the Entered Third Interim DIP.

Basis for Relief Requested

7. FRCP 60(b)(1) permits amendments to entered orders on the grounds of “mistake, inadvertence, surprise, or excusable neglect.” In this case, the mistaken Final DIP Termination

Date was a result of the negotiations that concluded only minutes before this Court's hearing on August 11, 2021, and was inadvertent on the part of all parties to the negotiations. The requested change to the final hearing date on postpetition financing arises from the post-hearing discovery that the Debtors require certain relief earlier than the anticipated hearing date of August 31, 2021. In the case of the final version of the First Amendment to Senior Secured Superpriority Debtor-In-Possession Credit Agreement, the Debtors merely wish to ensure that entry of an amended order includes the correct and final exhibit.

8. The Debtors respectfully request emergency consideration of this Motion. The Debtors will shortly embark on negotiations concerning the relief that will be requested at the final hearing on August 27, 2021, and wish to ensure that the current controlling order on postpetition financing leave no open questions during those negotiations. Accordingly, the Debtors respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

9. Pursuant to Local Rule 9013-1(i), this Motion is verified as to its accuracy by Debtors' proposed counsel.

10. Notice of this Motion will be provided to the Master Service List, including: (a) the U.S. Trustee; (b) all secured creditors; (c) the Offices of the Attorney General of the State of Texas and the United States Virgin Islands; (d) the thirty (30) largest consolidated unsecured creditors for the Debtors; (e) the Debtors' identified, interested taxing authorities, including the Internal Revenue Service; (f) the Debtors' identified, interested government and regulatory entities; (g) other interested parties as identified by the Debtors; (h) the Committee members and their counsel, if known; (i) proposed counsel to the Committee; and (j) any party that has requested notice pursuant to Bankruptcy Rule 2002. The method of service for each party will be

described more fully in the certificate of service prepared by the Debtors' claims and noticing agent. The Debtors submit that no other or further notice is required.

WHEREFORE, the Debtors respectfully request this Court enter the proposed Amended Third Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief substantially in the form attached hereto as Exhibit A, and for all other relief that is appropriate under the circumstances.

RESPECTFULLY SUBMITTED this 13th day of August 2021.

BAKER & HOSTETLER LLP

/s/ Elizabeth A. Green

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Proposed Counsel for the Debtors and Debtors in Possession

Certificate of Accuracy

I certify that the foregoing statements are true and accurate to the best of my knowledge. This statement is being made pursuant to Bankruptcy Local Rule 9013-1(i).

/s/ Elizabeth A. Green
Elizabeth A. Green

Certificate of Service

I certify that on August 13, 2021, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Elizabeth A. Green
Elizabeth A. Green